

PREPARED BY:

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St. Louis, Missouri 63102
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Ph. (314) 241-9090

RETURN TO:

Junior Food Stores of West Florida, Inc.
619 Eighth Avenue
Crestview, FL 32536
Attention: Real Estate Department
Ph. (850) 682-5171

AS TO MISSISSIPPI FORMATTING REQUIREMENTS, PREPARED BY:

me
Edley H. Jones III (MS Bar No. 3201)
McGlinchey Stafford, PLLC
Post Office Drawer 22949
Jackson, MS 39225-2949
(601) 960-8400

INDEXING INSTRUCTIONS: Lot 4, Southaven Commons, Plat Book 61, Page 6, DeSoto County, Mississippi
S 31, T 1, R 7,

STATE OF MISSISSIPPI
COUNTY OF DESOTO

SPECIAL WARRANTY DEED

FOR AND IN CONSIDERATION OF THE SUM OF TEN DOLLARS, CASH IN HAND PAID BY THE GRANTEE (AS HEREINAFTER DEFINED), AND OTHER GOOD AND VALUABLE CONSIDERATIONS, THE RECEIPT OF WHICH IS HEREBY ACKNOWLEDGED,

SM PROPERTIES MEMPHIS FUEL CENTERS, L.L.C., a Missouri limited liability company
11420 Lackland
St. Louis MO 63146-6928
Ph. (314) 994-4400

GRANTOR

DOES HEREBY GRANT, BARGAIN, SELL, CONVEY AND WARRANT SPECIALLY UNTO

JUNIOR FOOD STORES OF WEST FLORIDA, INC., a Florida corporation
619 Eighth Avenue
Crestview, FL 32536
Attention: Real Estate Department
Ph: (850) 682-5171

GRANTEE

THE REAL ESTATE SITUATED IN DESOTO COUNTY, STATE OF MISSISSIPPI, and being more particularly described as follows (the "Property"):

See legal description set forth on EXHIBIT A attached hereto and incorporated herein by this reference.

The Property and this conveyance are subject to the Permitted Exceptions as defined in the Asset Purchase Agreement (as it may be amended, modified and/or supplemented in accordance with its terms, the "Purchase Agreement") dated as of August 1, 2011, by and among Kroger Limited Partnership I, an Ohio limited partnership ("Kroger") and/or its designated Affiliates (the "Designated Affiliates" and together with Kroger, "Purchaser"), The Kroger Co., an Ohio corporation ("Kroger Co." and together with Purchaser, the "Purchaser Parties"), Schnuck Markets, Inc., a Missouri corporation ("SMI"), SM Properties Memphis Fuel Centers, L.L.C., a Missouri limited liability company ("SMFC"), SM Properties Memphis, L.L.C., a Missouri limited liability company ("SMP") and SM Properties, L.P., a Missouri limited partnership ("SMLP" and together with SMI, SMFC and SMP, "Sellers") and enumerated on EXHIBIT B attached hereto and made a part hereof by this reference.

TO HAVE AND TO HOLD the aforesaid real estate together with all the appurtenances and hereditaments thereunto belonging or in any wise appertaining to the said GRANTEE, its successors and assigns in fee simple forever. The said GRANTOR does hereby covenant with Grantee that Grantor will warrant specially and forever defend the title to said real estate to GRANTEE, its successors and assigns, against the lawful claims of all persons claiming by, through or under GRANTOR, but not further or otherwise, subject, however, to the Permitted Exceptions. Whenever used, the singular number shall include the plural, the plural singular, and the use of any gender shall be applicable to all genders.

EFFECTIVE, this the 12th day of September, 2011.

[Signature Page to Follow]

WITNESS the signature of Grantor as of the day and year acknowledged below.

GRANTOR:



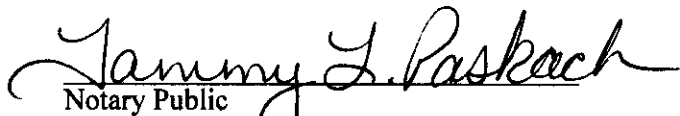
SM PROPERTIES MEMPHIS FUEL CENTERS,
L.L.C., a Missouri limited liability company

By: 
Name: Scott C. Schnuck
Title: Manager

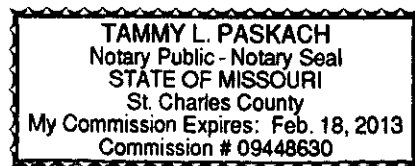
STATE OF MISSOURI)
) ss.
COUNTY OF ST. LOUIS)

On this 8th day of September, 2011, before me, a Notary Public in and for said state, personally appeared Scott C. Schnuck, being the Manager of SM Properties Memphis Fuel Centers, L.L.C., a Missouri limited liability company, known to me to be the person who executed the foregoing instrument in behalf of said limited liability company by authority of its members, and he acknowledged to me that he executed the same for the purposes therein stated.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed my official seal in the County and State aforesaid, the day and year first above written.


Notary Public

My term expires:



Grantee's Address:

Junior Food Stores of West Florida, Inc.
619 Eighth Avenue
Crestview, FL 32536
Attention: Real Estate Department
Ph. (850) 682-5171

Grantor's Address:

SM Properties Memphis Fuel Centers, L.L.C.
11420 Lackland
St. Louis MO 63146-6928
Ph. (314) 994-4400

EXHIBIT A

LEGAL DESCRIPTION

Lot 4, Southaven Commons, as shown on plat of record in Plat Book 61, Page 6, in the Office of the Chancery Clerk of DeSoto County, Mississippi, being more particularly described as follows:

Beginning at the northeast corner of the Northeast Quarter of the Northeast Quarter of Section 31, Township 1 South, Range 7 West; thence South 00 degrees 15 minutes 35 seconds East, 245.07 feet with the centerline of Swinnea Road to a point; thence North 89 degrees 00 minutes 24 seconds West, 253.08 feet to an iron pin (found); said point being the true point of beginning for the herein described tract; thence North 89 degrees 00 minutes 24 seconds West, 10.00 feet to an iron pin (found); thence South 00 degrees 59 minutes 36 seconds West, 28.13 feet to an iron pin (found); thence North 89 degrees 00 minutes 00 seconds West, 269.33 feet to an iron pin (found); thence North 01 degrees 00 minutes 00 seconds East, 217.99 feet to an iron pin (found); thence South 89 degrees 00 minutes 00 seconds East, 186.40 feet to an concrete monument (found); thence North 87 degrees 11 minutes 00 seconds East, 75.20 feet to a concrete monument (found); thence South 89 degrees 00 minutes 00 seconds East, 13.60 feet to an iron pin (found); thence South 00 degrees 15 minutes 45 seconds East, 194.91 feet to the true point of beginning.

TOGETHER WITH EASEMENT RIGHTS granted in Declaration of Covenants, Conditions and Restrictions of record in Book 332, Page 138; in the Office of the Chancery Court Clerk of DeSoto County, Mississippi, across Southaven Commons, as shown on plat of record in Plat Book 61, Page 6, Lots 1, 2 and 3, in the aforesaid Clerk's Office.

Property Address: 945A Goodman Rd. E, Southaven, MS 38671

EXHIBIT B**PERMITTED EXCEPTIONS**

1. Any encroachment, encumbrance, violation, variation, or adverse circumstance affecting the title disclosed by that certain Survey dated September 7, 2011 by Pickering Firm, Inc.
2. Real estate taxes and assessments for the year 2011 and subsequent years, not yet due or payable. (Parcel # 1-07-9-31-13-0-00004.00)
3. Any zoning, subdivision, building and other governmental restrictions.
4. Any prior reservation or conveyance, together with release of damages, of mineral of every kind and character, including, but not limited to, oil, gas, sand and gravel in, on and under the property.
5. Restrictions, setback lines and easements as recited on Plat as recorded in Plat Book 72, Page 14 and Plat Book 61, Page 6 of the Public Records of DeSoto County, Mississippi.
6. Terms and Provisions of an unrecorded Lease to Sessel Holdings, Inc. as evidenced by that certain Subordination, Non-Disturbance and Attornment Agreement by and between Value Enhancement Fund II, LLC (Landlord) and Sessel Holdings, Inc. (Tenant) and PNC Bank, National Association (Mortgagee), dated 03/04/99, filed 05/27/99 and recorded in Book 81, Page 233 of the Public Records of DeSoto County, Mississippi.
7. Terms, provisions, conditions, covenants and easements as set forth in that certain Declaration of Easements, Covenants, Conditions and Restrictions executed by Westco Development #3, Inc., dated 04/24/98, filed 04/28/98 and recorded in Book 332, Page 138 of the Public Records of Desoto County, Mississippi.
8. Terms and provisions of an Agreement by and between Walgreen Co. and Albertson's, Inc., dated 09/27/99, filed 11/01/99 and recorded in Book 83, Page 169 of the Public Records of Desoto County, Mississippi.
9. Easement to Mississippi Power & Light Company, dated 10/8/91, filed 10/8/91 and recorded in Official Record Book 255, Page 694 of the Public Records of DeSoto County, Mississippi.
10. Easement to Mississippi Power & Light Company, dated 11/11/81, filed 01/04/82 and recorded in Official Record Book 150, Page 699 of the Public Records of DeSoto County, Mississippi.